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SURFACE TRANSPORTATION BOARD

January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-5665 Rider 37A

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: AG Processing, Inc.
12700 West Dodge Road
Omaha, NE 68103-2047]

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

64 railcars within the series SHPX 201196 - SHPX 201270 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to AG Processing, Inc., a Iowa Cooperative Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

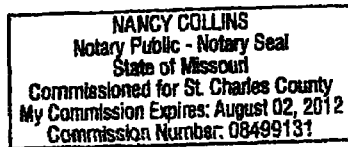
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 37A dated 5/6/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201196
	Tank	SHPX	201197
	Tank	SHPX	201198
	Tank	SHPX	201199
	Tank	SHPX	201200
	Tank	SHPX	201201
	Tank	SHPX	201202
	Tank	SHPX	201203
	Tank	SHPX	201204
	Tank	SHPX	201205
	Tank	SHPX	201206
	Tank	SHPX	201207
	Tank	SHPX	201208
	Tank	SHPX	201209
	Tank	SHPX	201211
	Tank	SHPX	201212
	Tank	SHPX	201213
	Tank	SHPX	201214
	Tank	SHPX	201215
	Tank	SHPX	201217
	Tank	SHPX	201218
	Tank	SHPX	201219
	Tank	SHPX	201220
	Tank	SHPX	201221
	Tank	SHPX	201222
	Tank	SHPX	201223
	Tank	SHPX	201225
	Tank	SHPX	201226
	Tank	SHPX	201227
	Tank	SHPX	201229
	Tank	SHPX	201230
	Tank	SHPX	201231
	Tank	SHPX	201232
	Tank	SHPX	201233

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 37A

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201235
	Tank	SHPX	201236
	Tank	SHPX	201237
	Tank	SHPX	201238
	Tank	SHPX	201239
	Tank	SHPX	201240
	Tank	SHPX	201241
	Tank	SHPX	201243
	Tank	SHPX	201244
	Tank	SHPX	201245
	Tank	SHPX	201246
	Tank	SHPX	201247
	Tank	SHPX	201248
	Tank	SHPX	201250
	Tank	SHPX	201251
	Tank	SHPX	201252
	Tank	SHPX	201253
	Tank	SHPX	201254
	Tank	SHPX	201256
	Tank	SHPX	201257
	Tank	SHPX	201259
	Tank	SHPX	201260
	Tank	SHPX	201261
	Tank	SHPX	201262
	Tank	SHPX	201265
	Tank	SHPX	201266
	Tank	SHPX	201267
	Tank	SHPX	201268
	Tank	SHPX	201269
	Tank	SHPX	201270